

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

INSULATORS AND ASBESTOS WORKERS)
LOCAL NO. 14 PENSION FUND,)
Derivatively on Behalf of 3M COMPANY,)

Plaintiff,)

v.)

GEORGE W. BUCKLEY, LINDA G.)
ALVARADO, VANCE D. COFFMAN,)
MICHAEL L. ESKEW, W. JAMES)
FARRELL, HERBERT L. HENKEL,)
EDWARD M. LIDDY, ROBERT S.)
MORRISON, AULANA L. PETERS,)
ROZANNE L. RIDGEWAY, PATRICK D.)
CAMPBELL, MOE S. NOZARI,)
FREDERICK J. PALENSKY, RICHARD F.)
ZIEGLER,)

Defendants,)

and)

3M COMPANY, a Delaware Corporation,)

Nominal Defendant.)

C.A. No. 07-416-GMS

JURY TRIAL DEMANDED

**3M COMPANY AND THE INDEPENDENT DIRECTORS'
MOTION TO DISMISS WITH PREJUDICE THE COMPLAINT
FOR FAILURE TO MAKE A RULE 23.1 DEMAND**

3M Company and Linda G. Alvarado, Vance D. Coffman, Michael L. Eskew, W. James Farrell, Herbert L. Henkel, Edward M. Liddy, Robert S. Morrison, Aulana L. Peters, and Rozanne L. Ridgeway (the "Independent Directors") move this Court for an order in the form attached hereto dismissing with prejudice the complaint for failure to make a Rule 23.1 demand. The grounds for this motion are more fully set forth in 3M And The Independent Directors'

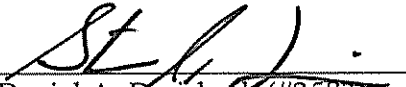
Opening Brief In Support Of Their Motion To Dismiss With Prejudice The Derivative
Complaint For Failure To Make A Rule 23.1 Demand filed contemporaneously herewith.

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Dated: September 10, 2007



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JURY TRIAL DEMANDED

PROPOSED ORDER

The Court, having considered 3M Company And The Independent Directors' Motion To Dismiss With Prejudice The Complaint For Failure To Make A Rule 23.1 Demand, and good cause having been shown,

IT IS HEREBY ORDERED this _____ day of _____, 2007 that 3M Company And The Independent Directors' Motion To Dismiss With Prejudice The Complaint For Failure To Make A Rule 23.1 Demand is GRANTED and the complaint is dismissed with prejudice.

United States District Judge

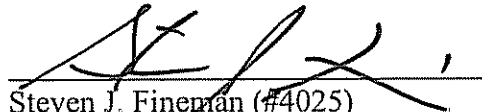
**IN THE UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE**

CERTIFICATE OF SERVICE

I hereby certify that on September 10, 2007, I electronically filed the foregoing document with the Clerk of Court using CM/ECF which will send notification of such filing(s) and Hand Delivered to the following:

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